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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q
Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

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For the Quarter Ended March 31, 1992 commission file number 33-39263-NY

EXCEPTIONAL ENTERPRISES INC.

(Exact name of registrant as specified in its charter)

8/12
G92-2250

Delaware	22-2993070
(State or other Jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)
81 Manee Ave, Staten Island, N.Y.	10309
(Address of principal executive offices)	(Zip Code)

Registrants telephone number including area code (718) 948-2479

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes X No _____

APPLICABLE ONLY TO ISSUERS INVOLVED IN BANKRUPTCY PROCEEDINGS DURING THE PRECEDING FIVE YEARS:

Indicate by check mark whether the registrant has filed all documents and reports required to be filed by Sections 12, 13 or 15(d) of Securities Exchange Act of 1934 subsequent to the distributions of securities under a plan confirmed by a court. Yes _____ No _____

On April 30, 1992 the number of shares outstanding of each of the registrants classes of common stock was 500,000

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EXCEPTIONAL ENTERPRISES, INC.
(A Development Stage Company)
BALANCE SHEET
(Unaudited)

ASSETS

	March 31, 1992	December 31, 1991 (Audited)
Current assets:		
Cash	$ 3,033	$ 21,196
Other assets:		
Organizational costs	500	500
Deferred registration costs	-0-	-0-
	$ 3,533	$21,696

LIABILITIES AND SHAREHOLDERS' EQUITY

Current liabilities:		
Accounts payable and accrued expenses	$ 1,650	$ NONE
Shareholders' equity:		
Common stock, par value $.001 Authorized 10,000,000 Issued and outstanding 250,000	250	250
Additional paid-in capital	22,092	22,092
Deficit accumulated during development stage	(20,459)	(646)
Total shareholders' equity	1,883	21,696
Total Liabilities and Shareholder's Equity	$ 3,533	$ 21,696

EXCEPTIONAL ENTERPRISES, INC.
(A Development Stage Company)
STATEMENT OF OPERATIONS
(Unaudited)

	Inception (9/22/88) to 3/31/92	Three Months Ended March 31, 1992	1991
Revenue	$ NONE	$ NONE	$ NONE
Costs and expenses	20,459	19,813	79
Net income (loss)	$(20,459)	(19,813)	(79)
Weighted Average Number of Common Shares Outstanding	242,500	242,500	242,000
Net Income (Loss) Per Share	$ NONE	$ NONE	$ NONE

EXCEPTIONAL ENTERPRISES, INC.
(A Development Stage Company)
STATEMENT OF CASH FLOWS
(Unaudited)

	Inception (9/22/88) to 3/31/92	Three Months Ended March 31, 1992	1991
Cash flows from operating activities:			
Net income(loss)	$(20,459)	$ (19,813)	$ (79)
Increase(decrease) in Accounts Payable	1,650	1,650	-
	(18,809)	(18,163)	(79)
Cash flows from investing activities:			
Organizational costs	(500)	-	-
	(500)	-	-
Cash flows from financing activities:			
Proceeds from sale of common stock	508	-	-
Proceeds from additional contribution to capital	26,260	-	2,100
Deferred registration costs	(4,426)	-	(1,281)
Net cash provided from financing activities	22,342	-	819
Net increase(decrease) in cash	3,033	(18,163)	740
Cash at beginning of period	0	21,196	0
Cash at end of period	$ 3,033	$ 3,033	$ 740

EXCEPTIONAL ENTERPRISES INC.
(A Development Stage Company)

NOTES TO FINANCIAL STATEMENTS
(Unaudited)

1) FINANCIAL STATEMENTS

The balance sheet as of March 31,1992, the statement of operations from inception(September 22,1988) to March 31,1992, the three months ended March 31, 1992 and 1991, and the statement of cash flows from inception(September 22,1988) to March 31, 1992, and for the three months ended March 31, 1992 and 1991, have been prepared by registrant without audit. In the opinion of management, all adjustments (which include only normal recurring adjustments), necessary to present fairly the financial position, results of operations and changes in financial position at March 31, 1992 and for all periods presented, have been made.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. It is suggested that these financial statements be read in conjunction with the financial statements and notes thereto included in registrant's Form 10-K for the year ended December 31, 1991.

2) SHAREHOLDERS' EQUITY

During the three months ended March 31, 1992, the shareholders' equity changed for the following items:

a) Net loss of $19,813.

EXCEPTIONAL ENTERPRISES INC.
(A corporation in the development stage)

NOTES TO FINANCIAL STATEMENTS

NOTE 1 - FINANCIAL STATEMENTS

The financial statements for the period ended March 31, 1992 are unaudited, in managements opinion they fairly present the financial position for the Company. Certain information and footnote disclosures normally included in financial statements prepared in accordance with generally accepted accounting principles may have been omitted.

NOTE 2 - ORGANIZATION AND BUSINESS OPERATIONS

The Company was organized to acquire interests in business opportunities and engage in and provide financial and management consulting services to these businesses.

NOTE 3 - DEFERRED REGISTRATION COSTS

The Company undertook a public offering of its securities. Costs relating to the Company's efforts to obtain financing through a public offering are deferred until completion. Subsequently they will be charged against the proceeds of the public offering.

NOTE 4 - LOSS PER SHARE

Loss per share is computed by dividing the net loss by the weighted average number of common share outstanding during the period.

NOTE 5 - CONFLICTS OF INTEREST

Certain conflicts of interest now exist and will continue to exist between the Company and its officers and directors due to the fact that each has other business interests to which he devotes his primary attention. Each officer and director may continue to do so notwithstanding the fact that management time should be devoted to the business of the Company.

MANAGEMENTS DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS FROM OPERATIONS.

During the fiscal quarter ended March 31, 1992:

The Company has been investigating business opportunities as they have become available for review.

The Company conducts a business which includes but is not limited to locating, investigating and reviewing business opportuunities that may potentially benefit from becoming associated with or through a publicly held corporation.

Management is not aware of any trends or changes in its area of business or other economic factors which may cause any signigicant change in the viability or financial stability of the Company. The Company is not planning any significant capital expenditures during the next 12 months other than continued investigation of business opportunities as they become available.

Subsequent Events, 2-1 Forward Stock Split.

The Company effectuated a 2-1 forward stock split to shareholders of record as of April 15, 1992. In accordance with the stock split, corresponding adjustments were made to all outstanding common stock purchase warrants with respect to amounts and exercise prices. The number of shares eligible for purchase under the terms of the pre-split warrants was adjusted 2-1 and the exercise prices of the warrants were reduced as follows: the A warrant from $3.50 to $1.75, the B warrant from $4.25 to $2.125 and the C warrant from $5.00 to $2.50. Other outstanding warrants were adjusted similarily.

EXHIBITS AND REPORTS ON FORM 8-K

(a) Exhibits - None
(b) No reports were filed by the Company on Form 8-K during the fiscal quarter ended 3/31/92.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934 the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

EXCEPTIONAL ENTERPRISES INC.

April 30, 1992

By Robert Gallaro
Robert Gallaro, President
Treasurer and Director

April 30, 1992

By Randall J. Perry
Randall J. Perry, Secretary
Vice President and Director